

1 Joseph M. Alioto (SBN 42680)  
2 Theresa D. Moore (SBN 99978)  
3 Jamie L. Miller (SBN 271452)  
4 ALIOTO LAW FIRM  
5 One Sansome Street, 35<sup>th</sup> Floor  
6 San Francisco, CA 94104  
7 Telephone: (415) 434-8900  
8 Facsimile: (415) 434-9200  
9 Email: [jmalio@aliotolaw.com](mailto:jmalio@aliotolaw.com)  
10 jmiller@aliotolaw.com

11 [ADDITIONAL COUNSEL LISTED ON LAST PAGE]

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**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

DANIEL GRACE, KATHERINE R. ) CASE NO.:  
ARCELL, KEITH DEAN BRADT, JUDY )  
BRAY, JOSE' M. BRITO, JAN-MARIE )  
BROWN, ROBERT D. CONWAY, JUDY )  
CRANDALL, ROSEMARY D'AUGUSTA, )  
BRENDA K. DAVIS, PAMELA FAUST, )  
CAROLYN FJORD; DON FREELAND, )  
DONNA FRY, GABRIEL GARAVANIAN, )  
HARRY GARAVANIAN, YVONNE )  
JOCELYN GARDNER, LEE M. GENTRY, )  
VALARIE ANN JOLLY, GAIL S. KOSACH, )  
JOHN LOVELL, MICHAEL C. MALANEY, )  
LEN MARAZZO, LISA MCCARTHY, )  
PATRICIA ANN MEEUWSSEN, L. WEST )  
OEHMIG, JR., CYNTHIA PROSTERMAN, )  
DEBORAH M. PULFER, DANA L. )  
ROBINSON, ROBERT A. ROSENTHAL, )  
BILL RUBINSOHN, SON德拉 K. RUSSELL, )  
SYLVIA N. SPARKS, JUNE STANSBURY, )  
CLYDE D. STENSrud, WAYNE TALEFF, )  
GARY TALEWSKY, ANNETTE M. )  
TIPPETTS, DIANA LYNN ULTICAN, J. )  
MICHAEL WALKER, PAMELA S. WARD, )  
MICHAEL FARAH, )  
Plaintiffs, )  
v. )  
ALASKA AIR GROUP, INC. AND ALASKA )  
AIRLINES, INC., )  
Defendants. )

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I, Daniel Grace, do hereby declare under the penalty of perjury as follows:

1. I am one of the plaintiffs in this action. I reside in San Francisco, California. The facts set forth in this declaration are personally known to me and if sworn as a witness I could and would competently testify thereto.

2. I am a frequent air traveler and have been a passenger on both Alaska Airlines and Virgin America on several occasions in the past. I find Virgin to be superior to other airlines. I fly Virgin America because I find that it provides me with premium service for a lower cost. On or about April 4, 2016 I learned that Alaska Airlines would acquire Virgin America. I had intended to continue to be a passenger on Virgin in the future. Now it is my understanding that Virgin will cease to exist in January of 2017.

3. Should Alaska acquire Virgin, it will severely limit my choice of competitive airlines when I fly from San Francisco to Los Angeles, as I often do. I have found Virgin's flights to Los Angeles to be very much more preferable to Alaska due to the quality of service and the in-flight amenities offered by Virgin. On Virgin, I am afforded significantly more legroom, seat recline and overall comfort. There is WiFi in the cabin and an electric outlet at my seat so that I can conduct business on my computer during my flight. Virgin's jets are modern and clean. Flights are convenient and generally available during the times that I want to fly.

4. Unfortunately it is my impression that should the acquisition be approved, fares will increase, Virgin's distinctive service and unique air travel experience will be downgraded or eliminated, customer choice and the frequency of flights will be severely cut back and there will likely be further increases in ancillary charges for amenities which I had otherwise considered to be included as part and parcel of my Virgin flying experience.

I declare under the penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at San Francisco, California on September 7, 2016.

*D. M. L. Haas*

Daniel Grace 09.07.16